1335991



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPR							
OMB Number:	3235-0076						
Expires: Apri	30,2008						
Expires: April 30,2008 Estimated average burden							
hours per respon	se16.00						

SEC USE ONLY Prefix Serial							
Prefix	Serial						
DATE	RECEIVED						
I	1						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) JOG LIMITED PARTNERSHIP NO. III Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
RECEIVED
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
JOG LIMITED PARTNERSHIP NO. III
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1500, Ernst & Young Tower, 440 2nd Avenue S.W., Calgary, Alberta T2P 5E9 (403) 232-3307
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)
Brief Description of Business
Portfolio investment in oil and gas companies.
PROCEGOE
Type of Business Organization
corporation business trust limited partnership, already formed limited partnership, to be formed corporation limited partnership, to be formed corporation limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: [0.17] [0.15] [J. Actual Estimated THOMSON
Actual or Estimated Date of Incorporation or Organization: 017 015 Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)
GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the information re	quested for the fo	llowing:			
 Each promoter of t 	he issuer, if the iss	suer has been organized v	vithin the past five years;		
 Each beneficial ow 	ner having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
 Each executive off 	icer and director o	f corporate issuers and of	corporate general and mai	naging partners of	partnership issuers; and
 Each general and n 	nanaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i JOG Capital Inc.	f individual)				
Business or Residence Addre 1500, Ernst & Young To					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Cowie, Donald	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
1500, Ernst & Young Tov	ver, 440 2nd Av	enue S.W., Calgary,	Alberta T2P 5E9		
Check Box(es) that Apply:	Promater	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Coles, Fred	f individual)		the second		
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
1500, Ernst & Young Tov	wer, 440 2nd Av	enue S.W., Calgary,	Alberta T2P 5E9		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Stephens Canadian O&G	III LLC				
Business or Residence Addre	=		ode)		
111 Center Street, Suite	2500, Little Roc	k, Arkansas 72201			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i EnCap Energy Capital F	•				
Business or Residence Addre	,		ode)		
1100 Louisiana, Suite 31	50, Houston, Te				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Related Accounts Fund)					
Business or Residence Addre 111 W. Monroe Street -	•		ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			······································	
Weiss, Charles					
Business or Residence Addre 1500, Ernst & Young To					

A BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) The Licoln National Life Insurance Business or Residence Address (Number and Street, City, State, Zip Code) 1300 South Clinton Street, Fort Wayne, Indiana 46802 Check Box(es) that Apply: Promoter | Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Check Box(es) that Apply: Beneficial Owner General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					0.0	VECORRALA. I	ION AROL	1 OFFICE	NG .				
1	Uaa sha	inquar cole	i, or does ti	va icenae i	ntand to se	ll to non-a	ccredited i	nvectore in	this offer	ina?		Yes	No
1.	mas uic	1550CL SOIC	i, or does u			Appendix				-	****************		X
2.	What is	the minim	um investn			• •						s N/	A
- .	***************************************					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					••••	Yes	No
3.	Does th	e offering	permit join	ownershi	p of a sing	le unit?			******************	*************	••••••		
4.	commis If a pers or states	sion or sim on to be lis s, list the na	ion request ilar remune ted is an ass ame of the b you may s	ration for s ociated pe roker or de	solicitation erson or age ealer. If mo	of purchase at of a brok are than five	ers in conn (er or deale e (5) persoi	ection with r registered ns to be list	sales of sec I with the S ed are asso	curities in t EC and/or	he offering, with a state	.	
Ful			first, if indi							······································			
		n 11			d Company Ci	in Casa 2	in Code						······································
Bu	siness or	Residence	Address (N	umoer and	street, Ci	ny, State, Z	.ip Caae)						
Na	me of As	ociated Br	oker or De	aler									
Sta			Listed Has							·			
	(Check	"All States	" or check	individual	l States)	*****************	••••••		. 4 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	*************	******************	☐ Al	1 States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (Last name	first, if ind	ividual)			***************************************						
Bu	siness or	Residence	Address (?	Number an	d Street, C	ity, State,	Zip Code)						
Na	me of As	sociated Br	roker or De	aler			····			, , , , , , , , , , , , , , , , , , , 			-,
Sta	tes in Wi	ich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individua	l States)	***************	••••••		************	****	**************	☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	II Name (Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)		· · · · · · · · · · · · · · · · · · ·				
Na	me of As	sociated B	roker or De	aler								······································	
Sta	ites in WI	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individua	States)	***************************************	************	***************************************	***************	4+>++++++	***************************************	☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

CPOFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS:

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	\$
	Equity	s	\$
	Common Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests 1,655,291 Units of the issuer's Partnership Interests	s 14,261,143.05	<u>\$ 14,261,143.05</u>
	Other (Specify)	\$	\$
	Total	\$_14,261,143.05	<u>\$ 14,261,143.05</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Angrapata
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		s_14,261,143.05
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$_3,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	<u>2</u>	s_3,000.00

.C. OFFERINGIPRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCREDS	
b. Enter the difference between the aggregate offering price given in response to Part C — Question and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gro proceeds to the issuer."	ss	<u>\$14,258,143</u> .05
Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate are check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	d	
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	🔲 \$. [] \$
Purchase of real estate	🗆 s	. Ds
Purchase, rental or leasing and installation of machinery and equipment	s	. 🗆 \$
Construction or leasing of plant buildings and facilities	. 🗆 \$	s
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	. 🗆 \$ _	
Repayment of indebtedness	. 🗆 \$	
Working capital	. 🗆 \$	∑ \$ <u>14,258,1</u> 43.05
Other (specify): Development of real estate	. 🗆 \$	
	. 🗆 \$	
Column Totals	\$	<u>\$ 14,258,143.05</u>
Total Payments Listed (column totals added)		,258,143.05
CONCERNATION OF THE PROPERTY O		
the state of the same data and the state of the state of the same data and delivered and a support (Feb. 1994)	aa ia Glad daa D	1- 806 di - 6-11

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature Date	
JOG LIMITED PARTNERSHIP NO. III	September 30, 2005	5
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
By: JOG Capital Inc., its General Partner	President of JOG Capital Inc., its General Partner	

By: Per: Donald Cowie

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intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	6 SEATESIGNATURE 5. SEATESIGNA									
1.	I. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No							
	See Appendix, Column 5, for state response.									
2.	the undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form (17 CFR 239.500) at such times as required by state law.									
3.	 The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, infor issuer to offerees. 	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the ssuer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform imited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
	ssuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its bauthorized person.	ehalf by the	undersigned							
	r (Print or Type) LIMITED PARTNERSHIP NO. III Signature September	30 ,200	5							
Name ((Print or Type) Title (Print-or Type)									
By: JC	JOG Capital Inc., its General Partner President of JOG Capital Inc., its General Partner	President of JOG Capital Inc., its General Partner								

By: Per: Donald Cowie

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX					
1	Intend to non-a- investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		×		0	\$0.00	0	\$0.00		×	
AK		×		0	\$0.00	0	\$0.00		×	
AZ		×		0	\$0.00	0	\$0.00		×	
AR		×		0	\$0.00	0	\$0.00		×	
CA		×		0	\$0.00	0	\$0.00		×	
со		×	833,746 Units/\$ 7,183,130.32	5	\$7,183,130.32	0	\$0.00		×	
СТ		×		0	\$0.00	0	\$0.00		x	
DE		×		0	\$0.00	0	\$0.00		×	
DC		×		o	\$0.00	0	\$0.00		×	
FL		×		0	\$0.00	0	\$0,00		×	
GA		×		0	\$0.00	0	\$0.00		×	
ні		×		0	\$0.00	0	\$0.00		×	
ID		×		o	\$0.00	0	\$0.00		x	
IL		×		0	\$0.00	0	\$0.00		×	
IN		×		0	50.00	0	\$0.00		×	
IA		×		0	\$0.00	0	\$0.00		×	
KS		×		0	\$0.00	0	\$0.00		×	
KY		×		0	\$0.00	0	\$0.00		×	
LA		×		0	\$0.00	0	\$0.00		x	
ME		×		0	\$0.00	0	\$0.00		×	
MD		×		0	\$0.00	0	\$0.00		×	
MA		×	581,000 Units/\$ 5,005,599.69	1	\$5,005,599.69	0	\$0.00		x	
Mì		×		0	\$0.00	0	\$0.00		×	
MN		×		0	\$0.00	0	\$0.00		×	
MS		×		٥	\$0.00	O	\$0.00		×	

APPENDIX									
Page 1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо		×		0	\$0.00	0	\$0.00		x
МТ		×		0	\$0.00	0	\$0.00		×
NE		×		0	\$0.00	0	\$0.00		×
NV		×		0	\$0.00	0	\$0.00		×
NH		×		0	\$0.00	0	S0.00		×
NJ		×		0	\$0.00	0	\$0.00		×
NM		×		0	\$0.00	0	\$0.00		×
NY		×	240,545 Units/\$ 2,072,413.04	3	\$2,072,413.04	0	\$0.00		x
NC		×		0	\$0.00	0	\$0.00		×
ND		×		0	\$0.00	δ	\$0,00		×
ОН		x		0	\$0.00	0	\$0.00		×
ок		×		0	\$0.00	0	\$0.00		×
OR		×		0	\$0.00	0	\$0.00		×
PA		x		0	\$0.00	0	\$0.00		×
RI		x		0	\$0.00	0	\$0.00		×
SC		×		0	\$0.00	0	\$0.00		×
SD		×		0	\$0.00	0	\$0.00		×
TN		×		0	\$0.00	0	\$0.00		×
TX		×		0	\$0.00	0	\$0.00		×
UT		×		0	\$0.00	0	\$0.00		×
VT		×		0	\$0.00	0	\$0.00		×
VA		×		o	\$0.00	0	\$0.00		×
WA		×		0	\$0.00	0	\$0.00		×
wv	Parties and the same of the sa	×		0	\$0.00	0	\$0.00		×
WI	-	×		0	\$0.00	0	\$0.00		×

				APP	ENDIX				
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		×		0	\$0.00	0	\$0.00		×
PR		×		0	\$0.00	0	\$0.00		×